

DUKE REALTY CORP
Form 4
February 12, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY STEVEN R

2. Issuer Name and Ticker or Trading Symbol
DUKE REALTY CORP [DRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 E. 96TH ST, #100

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, Construction

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/10/2009 | | A | 42,339 A \$ 0 (1) | 61,324 | D | |
| Common Stock | 02/10/2009 | | M | 2,496 D \$ 9.3 | 58,828 | D | |
| Common Stock | 02/10/2009 | | F | 1,397 (2) D \$ 9.3 | 57,431 | D | |
| Common Stock | 02/10/2009 | | M | 2,496 A \$ 9.3 | 25,271 | I | By Trust (3) |
| Common Stock | | | | | 16,400 | I | By the Carla J. Kennedy |

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| | | | Revocable Trust ⁽⁴⁾ |
|--------------|-------|---|--------------------------------|
| Common Stock | 845 | I | By 401(k) Plan |
| Common Stock | 4,350 | I | By Parent ⁽⁵⁾ |
| Common Stock | 2,000 | I | By Children |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options-Right to Buy | \$ 19.4261 | | | | | ⁽⁶⁾ | 01/25/2010 | Common Stock | 6,505 |
| Employee Stock Options-Right to Buy | \$ 24.2632 | | | | | ⁽⁷⁾ | 01/31/2011 | Common Stock | 7,766 |
| Employee Stock Options-Right to Buy | \$ 22.6799 | | | | | ⁽⁸⁾ | 01/30/2012 | Common Stock | 6,078 |
| Employee Stock Options-Right to Buy | \$ 24.6905 | | | | | ⁽⁹⁾ | 02/19/2013 | Common Stock | 5,583 |

| | | | | | |
|--|-------------|-------------|-------------|-----------------|--------|
| Employee Stock Options-Right to Buy | \$ 31.5771 | <u>(10)</u> | 01/28/2014 | Common Stock | 7,276 |
| Employee Stock Options-Right to Buy | \$ 31.4022 | <u>(11)</u> | 02/10/2015 | Common Stock | 24,883 |
| Employee Stock Options-Right to Buy | \$ 34.13 | <u>(12)</u> | 02/10/2016 | Common Stock | 25,109 |
| Employee Stock Options-Right to Buy | \$ 47.88 | <u>(13)</u> | 02/10/2017 | Common Stock | 25,092 |
| Employee Stock Options-Right to Buy | \$ 23.34 | <u>(14)</u> | 02/10/2018 | Common Stock | 74,384 |
| Phantom Stock Units | <u>(15)</u> | <u>(15)</u> | <u>(15)</u> | Common Stock | 15,436 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY STEVEN R 600 E. 96TH ST, #100 INDIANAPOLIS, IN 46240 | | | EVP, Construction | |

Signatures

Tracy D. Swearingen for Steven R. Kennedy per POA prev. filed. 02/12/2009

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents an award of restricted stock units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) Represents shares withheld for taxes upon the vesting of restricted stock units granted pursuant to Rule 16b-3 of Section 16b of the Securities Exchange Act of 1934.
- (3) Securities held by the Steven R. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.
- (4) Securities held by the Carla J. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.

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- (5) By Steven Kennedy for investment control of the Doris H. Kennedy Living Trust and other securities held by the Reporting Person's parent. The Reporting Person disclaims any beneficial interest in these shares.
- (6) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/2005.
- (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/2006.
- (8) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.
- (9) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.
- (10) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/28/2009.
- (11) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.
- (12) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (13) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (14) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.
- (15) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash upon the Reporting Person's termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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